

# OCPA's BYLAWS

OREGON COAST PHOTOGRAPHERS' ASSOCIATION, Inc.

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## ARTICLE I - NAME

- 1.10** The name of this nonprofit corporation is OREGON COAST PHOTOGRAPHERS' ASSOCIATION, Inc.

## ARTICLE II - LOCATION

- 2.10** The principal and registered office of the Corporation shall be at such places in Coos County, Oregon as the Board of Directors shall designate by resolution.

## ARTICLE III - OBJECTIVE

- 3.10** The OREGON COAST PHOTOGRAPHERS' ASSOCIATION, Inc. (OCPA) is a fellowship of photographers on the Oregon coast, dedicated to sharing the enjoyment, knowledge and inspiration of photography.
- 3.15** The objective of the Corporation shall be to encourage the awareness, enjoyment and expression of the photographic arts throughout the community by the education, development, exhibition and promotion of the creative expressions of the photographic artists.
- 3.20** The Corporation will carry out this objective in accordance with the nondiscrimination laws of the State of Oregon and the United States of America.

## ARTICLE IV - MEMBERSHIP AND DUES

- 4.10** The Corporation shall consist of one (1) class of voting members. A voting member shall be a person who supports the goals of the Corporation, applies for membership and pays an annual membership fee, or in kind service, in an amount established by the Board of Directors. The Board of Directors may establish categories of membership with different membership fees and establish the qualifications and benefits of each, by resolution.
- 4.20** The Corporation shall also consist of one (1) class of nonvoting members. A nonvoting member shall be a person or organization that supports the goals of the Corporation. The Board of Directors may establish categories of membership with different membership fees, if any, and establish the qualifications and benefits of each, by resolution.

## ARTICLE V - MEMBERSHIP MEETINGS

- 5.10** The Annual Meeting of the members shall be held on the first Monday of July (unless in conflict with national holidays, then it will be the second Monday), at 7:00 p.m., at a place designated by the Board of Directors. The purpose will be to transact such business as may come before the Corporation and for the election of Directors and Officers. An annual summary of activities and a financial report will be presented to the membership.
- 5.20** The Corporation shall meet monthly to include all interested members in the transaction of Corporation business and otherwise carry out the objectives of the Corporation.
- 5.30** Special Meetings may be called by the President or the Board of Directors at such times and places as may be required.
- 5.35** Written notice stating the date, time and place of the Special Meeting, the purpose(s) for which the meeting is called shall be delivered by U.S. Mail to all members at their address as shown by corporate records not less than ten days before the meeting is held. The deposit of such notices in the U.S. Post Office, with postage fully paid, shall be deemed legal notice.
- 5.40** Unless a greater proportion is otherwise required by law, a majority vote of the members present who are entitled to vote shall be necessary to adopt any matter voted upon. Voting shall be by voice vote or by any other method determined by the President, who shall determine the majority vote.

## ARTICLE VI - BOARD OF DIRECTORS

- 6.10** The business and affairs of the Corporation shall be managed by a Board of Directors composed of an odd number of not less than three (3), nor more than fifteen (15) members in good standing. The Board of Directors shall have the power and authority to make rules and regulations for the guidance of Officers and members of the Corporation, and for the transaction of the business of the Corporation. The Board will initiate, promote, supervise and approve plans and programs designed to achieve the objectives, policies and programs of the Corporation.
- 6.15** The policies of the Board may be rescinded by a majority vote of the general membership at a Special Meeting called for that purpose.
- 6.20** Any Director who misses three (3) consecutive Board meetings may be expelled from office without prior notice by a majority vote of the Board. In the event of misconduct or unsatisfactory performance of duty on the part of any Director, the Board shall have the power to expel the offending member from office by a majority vote plus one.
- 6.25** Any Director may be expelled from office by a majority vote of the general membership at a Special Meeting called for that purpose.
- 6.30** Any vacancy on the Board of Directors shall be filled by appointment by the President, subject to approval by the Board, to serve until the next Annual Meeting of the Corporation.
- 6.40** A majority of Directors shall constitute a quorum. A majority vote shall determine any issue, except as otherwise required by these Bylaws.
- 6.50** Special meetings of the Board of Directors may be called by the Secretary on request of the President, or any two (2) or more Directors, by giving at least twenty-four (24) hours notice to each Director. Such notice may be

delivered to each Director personally, or at each Director's residence or usual place of business by oral message, writing, telephone, fax or other electronic means.

- 6.60** At least one (1) Board of Directors business meeting must be held annually and within one (1) month following the date of the Annual Meeting.
- 6.70** Any action which may be or is required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors.
- 6.80** The term of office of a Director shall be three (3) years. However, of those nominated at the first annual membership meeting, one-third (1/3) elected to office shall serve for one (1) year, one-third (1/3) shall serve for two (2) years and one-third (1/3) shall serve for three (3) years. Thereafter, to maintain a staggering of terms, the terms of office shall be for three (3) full years or for the term remaining of a vacancy for which a Director is selected to fill.
- 6.90** Any meeting of the Board of Directors shall be open to the general membership and to the public.

#### **ARTICLE VII - OFFICERS**

- 7.10** The Officers of the corporation shall be President, Vice-President, Secretary and Treasurer, to be elected from the Board of Directors.
- 7.20** All Officers shall be elected annually by a majority vote of the Corporation's membership at the Annual Meeting.
- 7.30** The President shall preside at all the meetings of the members and of the Board of Directors, and shall be the chief executive officer of the Corporation. The President is responsible for the general management of the business of the corporation, except as otherwise prescribed by these Bylaws and as otherwise prescribed by the Board of Directors, and shall be responsible to the Board. The President with the Secretary, may sign contracts, deeds or instruments which the Board of Directors have authorized to be executed. The President, from time to time, shall make reports of the affairs of the Corporation to the Board of Directors and shall have such powers and duties as the Board may direct.
- 7.40** The Vice-President shall possess the powers and may perform the duties of the President in the event of the absence or the inability of the President to act, and perform such duties as may be prescribed by the Board of Directors.
- 7.50** The Secretary shall keep books of the minutes of all meetings of the Corporation when business is conducted. The Secretary shall countersign all deeds and other documents requiring the seal of corporation, and shall keep records of the names and addresses of the members of the Corporation.
- 7.55** In the event of the simultaneous vacancy of the offices of President and Vice-President, or the simultaneous incapacity of both duly elected office holders, the Secretary shall succeed to the office of President.
- 7.60** The Treasurer shall maintain custody of all funds and securities of the Corporation and shall deposit all monies in such bank or depositories as the Board of Directors may designate. The Treasurer shall make to each Annual Meeting, and at other times as may be required by the Board of Directors, a full and detailed report of the condition of the treasury, showing all receipts and disbursements since the last previous statement and the balance remaining on hand. The Treasurer and the President shall prepare the annual budget for approval by the Board of Directors.
- 7.70** Terms for the officers shall be for one (1) year.
- 7.80** The Board of Directors shall have the power to depose any officer for cause by a majority vote plus one. Failure or inability to perform duties, gross personal misconduct or misconduct in office shall be sufficient cause for removal.
- 7.90** Any Officer may be removed from office by a majority vote of the general membership attending a Special Meeting called for this purpose.

#### **ARTICLE VIII - ELECTION PROCEDURES**

- 8.10** Election of Directors and officers shall be held annually by a vote of the general membership. Directors may be re-elected to one (1) consecutive term. After completion of two (2) consecutive terms, Directors will be re-eligible for Board service after one full year (12 months) of active general membership.
- 8.20** A nominating committee of three (3) or more members shall be appointed by the President at least one (1) month before the Annual Meeting. The nominating committee will present a slate of Directors to the membership at the Annual Meeting. Additional nominations will be accepted from the floor. Elections will proceed immediately after nominations are closed.
- 8.30** The newly-elected Directors shall succeed to office immediately and the newly-constituted Board of Directors shall nominate a slate of Officers from its own membership forthwith. The election of Officers by the general membership shall proceed immediately after the nominations are closed.
- 8.31** The President and Vice-President may be re-elected to one (1) consecutive term.
- 8.35** In the event an officer nominated by the Board shall not be elected by the membership, the Board shall forthwith nominate an alternative candidate.

#### **ARTICLE IX - AMENDMENTS**

- 9.10** These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the affirmative vote of sixty percent (60%) of the membership in attendance at any Special Meeting of the membership called for this purpose.

*We certify that these Bylaws were adopted by the OREGON COAST PHOTOGRAPHERS' ASSOCIATION, Inc.'s membership at a meeting on September 15, 1995. Amended July 11, 1996. Amended October 16, 1998. Amended November 05, 2001.*